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## EXHIBIT C

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**From:** Alfonso G Chan  
**Sent:** Wednesday, September 24, 2014 5:10 PM  
**To:** Yoon, James ([JYoon@wsgr.com](mailto:JYoon@wsgr.com))  
**Cc:** Michael Shore; Caroline Johnson  
**Subject:** RE: Rule 408

Jim:

Attached is the term sheet Michael referred to. Also, please advise us on our October 7 meeting location.

Sincerely,  
Alfonso

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**From:** [Yoon, James](#)  
**Sent:** 9/24/2014 2:21 PM  
**To:** [Michael Shore](#)  
**Subject:** Re: Rule 408

Thanks Michael.

James Yoon  
Wilson Sonsini Goodrich & Rosati  
650 Page Mill Road  
Palo Alto, CA 94304  
Direct: (650) 320-4726  
Cell: (650) 714-8493  
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On Sep 24, 2014, at 12:02 PM, Michael Shore <[mshore@ShoreChan.com](mailto:mshore@ShoreChan.com)> wrote:

James,

I should have a Term Sheet for your client to consider by tomorrow morning. It tries to address the problems with your client's lack of cash, the indemnity obligations your client faces and also some means of tying our clients IP to Mitek for use in building their business.

Michael

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